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PSI CORPORATION

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

**OAKLAND DIVISION**

PSI CORPORATION (f/k/a/ FRIENDLYWAY  
CORPORATION, f/k/a BIOFARM, INC.),

Plaintiff,

vs.

ALEXANDER VON WELCZEK,  
HENRY LO, MICHAEL DRAPER,  
and FRIENDLYWAY AG,

Defendants.

Case No. C 07-02869 SBA

**TEMPORARY RESTRAINING ORDER  
AND ORDER TO SHOW CAUSE RE  
PRELIMINARY INJUNCTION  
[PROPOSED]**

FRIENDLYWAY, INC., KARL  
JOHANNSMIEIER, PACIFIC CAPSOURCE,  
INC., and DERMA PLUS, INC.,

Nominal Defendants.

Date : TBD

Time : TBD

Place : TBD

WHEREAS, Plaintiff PSI Corporation (f/k/a Friendlyway Corporation, f/k/a Biofarm, Inc.)  
("PSI") filed the Complaint in this action on June 1, 2007.

1 WHEREAS, PSI and various Defendants against Defendants Alexander von Welczeck,  
2 Henry Lo, Michael Draper and Friendlyway AG, including rescission of an August 13, 2004 Share  
3 Exchange Agreement between PSI and Defendants and Nominal Defendants;

4 WHEREAS, on June 4, 2007, PSI filed an ex parte motion pursuant to Federal Rule of Civil  
5 Procedure 65 seeking a temporary restraining order against Defendants and Nominal Defendants  
6 Alexander von Welczeck, Henry Lo, Michael Draper and Friendlyway AG, Friendlyway, Inc., Karl  
7 Johannsmeier, Pacific Capsource, Inc. and Derma Plus, Inc., restraining them from selling,  
8 assigning, encumbering, or transferring, in any manner, any shares of PSI stock; and  
9

10 WHEREAS, upon review of PSI's motion and the documents submitted in support thereof,  
11 the Court finds that PSI has a reasonable likelihood of success on the merits of its claims, that the  
12 temporary injunctive relief PSI seeks is a reasonable measure to maintain that status quo *pendente*  
13 *lite* and preserve the Court's ability to grant the relief sought in the Complaint, and that PSI may  
14 suffer immediate, irreparable injury absent that temporary injunctive relief;  
15

16 IT IS HEREBY ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2007 that PSI's Ex Parte Motion for a  
17 Temporary Restraining Order is GRANTED as follows:

18 1. Defendants (Alexander von Welczeck, Henry Lo, Michael Draper and Friendlyway  
19 AG), Nominal Defendants (Friendlyway, Inc., Karl Johannsmeier, Pacific Capsource, Inc. and  
20 Derma Plus, Inc.), their officers, agents, servants, employees, and attorneys, and those persons in  
21 active concert or participation with them who receive actual notice of this Order shall be temporarily  
22 restrained and enjoined from:  
23

- 24 a) selling, assigning, encumbering, or transferring, in any manner, shares of  
25 PSI's stock;  
26  
27  
28

- b) taking any action to encumber or otherwise consign any interest in PSI stock that they presenting own, possess or control;
- c) agreeing to or working in concert with any individual or entity to do or undertake any of the foregoing acts;

2. PSI shall file with the Clerk of the Court a bond, without corporate surety, in the amount of \$\_\_\_\_\_.

3. PSI shall serve its Complaint, its Motion for a Temporary Restraining Order and all its supporting and ancillary filings on all Defendants within the United States no later than \_\_\_\_\_, 2007;

4. On \_\_\_\_\_, \_\_\_\_\_, 2007, at \_\_\_\_\_ .m., in courtroom \_\_\_\_\_, all served Defendants shall appear before the United States District Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, California 94102 and show cause, if any, why a preliminary injunction should not issue on the same terms and under the same circumstances as this Order;

5. If Defendants so desire, any one or all may file an Answering Memorandum with Points and Authorities as to why a preliminary injunction should not issue no later than \_\_\_\_\_, \_\_\_\_\_, 2007;

6. PSI shall file a Reply Memorandum, if any, no later than \_\_\_\_\_, \_\_\_\_\_, 2007;

7. This Order shall expire on \_\_\_\_\_, \_\_\_\_\_, 2007, at \_\_\_\_\_ .m. unless prior to that date this Order is vacated or extended by the Court or Defendants consent that it may be extended for a longer period of time.

Dated: \_\_\_\_\_

\_\_\_\_\_  
The Honorable Sandra Brown Armstrong  
U.S.D.J.

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